

# **EXHIBIT A**

## **CERTIFICATE OF INCORPORATION**



The State of Texas  
Secretary of State

DEC. 6, 1988

DAVID L. SHERWOOD  
600 NORTH DALLAS BANK TOWER 12900 PRESTON RD  
DALLAS, TX 75230

RE:  
EXCEL TELECOMMUNICATIONS, INC.  
CHARTER NUMBER 01096708-00

- IT HAS BEEN OUR PLEASURE TO APPROVE AND PLACE ON RECORD THE ARTICLES OF INCORPORATION THAT CREATED YOUR CORPORATION. WE EXTEND OUR BEST WISHES FOR SUCCESS IN YOUR NEW VENTURES.

AS A CORPORATION, YOU ARE SUBJECT TO STATE TAX LAWS. SOME NON-PROFIT CORPORATIONS ARE EXEMPT FROM THE PAYMENT OF FRANCHISE TAXES AND MAY ALSO BE EXEMPT FROM THE PAYMENT OF SALES AND USE TAX ON THE PURCHASE OF TAXABLE ITEMS. IF YOU FEEL THAT UNDER THE LAW YOUR CORPORATION IS ENTITLED TO BE EXEMPT YOU MUST APPLY TO THE COMPTROLLER OF PUBLIC ACCOUNTS FOR THE EXEMPTION. THE SECRETARY OF STATE CANNOT MAKE SUCH DETERMINATION FOR YOUR CORPORATION.

IF WE CAN BE OF FURTHER SERVICE AT ANY TIME, PLEASE LET US KNOW.



VERY TRULY YOURS,

*William R. Rains*

Secretary of State

ARTICLES OF INCORPORATION  
OF  
EXCEL TELECOMMUNICATIONS, INC.

FILED  
In the Office of the  
Secretary of State of Texas

DEC 06 1988

Clark I-B  
Corporations Section

Article I

The name of the corporation is EXCEL TELECOMMUNICATIONS, INC.

Article II

The period of its duration is perpetual.

Article III

The purpose for which the corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Texas Business Corporation Act.

Article IV

The aggregate number of shares which the corporation shall have authority to issue is one hundred thousand (100,000) shares of no par value.

Article V

The corporation will not commence business until it has received for the issuance of shares consideration of the value of One Thousand Dollars (\$1,000.00) consisting of money, labor done, or property actually received.

Article VI

The street address of its initial registered office is 12202 Pleasant Valley Drive, Dallas, Texas 75243, and the name of its initial registered agent at such address is Kenny A. Troutt.

Article VII

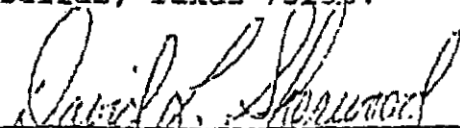
Kenny A. Troutt shall constitute the initial sole director of the Board of Directors, and he shall serve as director until the first annual meeting of the shareholders, or until his successor shall be elected and qualify. The address of said director is:

Kenny A. Troutt

12202 Pleasant Valley Drive  
Dallas, Texas 75243

Article VIII

The name and address of the incorporator is David L. Sherwood, Post Office Box 670035, Dallas, Texas 75230.

  
\_\_\_\_\_  
DAVID L. SHERWOOD

STATE OF TEXAS )  
                  : ss.  
COUNTY OF DALLAS)

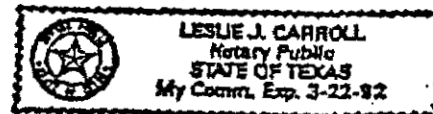
BEFORE ME, the undersigned Notary Public, on this day personally appeared DAVID L. SHERWOOD, known to me to be the person whose name is subscribed to the foregoing document, and being by me first duly sworn, declared that the statements therein contained are true and correct.

GIVEN under my hand and seal of office this 1st day of December, 1988.

  
\_\_\_\_\_  
NOTARY PUBLIC, State of Texas

My commission expires:

3/22/92





# The State of Texas

## SECRETARY OF STATE

### CERTIFICATE OF AMENDMENT OF

EXCEL TELECOMMUNICATIONS, INC.  
CHARTER NO. 1096708-0

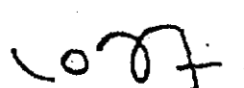
The undersigned, as Secretary of State of Texas, hereby certifies that the attached Articles of Amendment for the above named entity have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Amendment.

Dated: December 28, 1995

Effective: December 28, 1995



  
\_\_\_\_\_  
Antonio O. Garza, Jr.  
Secretary of State

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ARTICLES OF AMENDMENT  
TO THE ARTICLES OF INCORPORATION  
OF  
EXCEL TELECOMMUNICATIONS, INC.  
(the "Corporation")

In the Office of the  
Secretary of State of Texas

DEC 28 1995

Corporations Section

Pursuant to the provisions of Article 4.04 of the Texas Business Corporation Act, the Corporation adopts the following Articles of Amendment to its Articles of Incorporation.

ARTICLE ONE

The name of the Corporation is Excel Telecommunications, Inc.

ARTICLE TWO

The following amendment to the Articles of Incorporation was adopted by the shareholders of the Corporation on December 28, 1995, so as to amend the capitalization of the Corporation set forth in Article Four. Article Four of the Articles of Incorporation is hereby amended to read in its entirety as follows:

A. The aggregate number of shares that the Corporation shall have authority to issue is One Million Two Hundred Thousand (1,200,000) shares. Such shares shall be issued in two (2) classes of stock to be designated "Common Stock" and "Preferred Stock." The number of shares of Common Stock authorized is Two Hundred Thousand (200,000) shares having no par value per share. The number of shares of Preferred Stock authorized is One Million (1,000,000) shares having no par value per share.

B. The Preferred Stock may be issued from time to time in one (1) or more series. The Board of Directors is hereby authorized, by filing a statement pursuant to Article 2.13 of the Texas Business Corporation Act, to fix or alter from time to time the designations, preferences, limitations and relative rights of the shares of each such series, including, without limitation, the dividend rights, dividend rate, conversion rights, voting rights, rights and terms of redemption (including sinking fund provisions), redemption price or prices, and the liquidation preferences of any wholly unissued series of Preferred Stock, and to establish from time to time the number of shares constituting any such series and the designation thereof, or any of them (a "Preferred Stock Designation"); and to increase or decrease the number of shares of any series subsequent to the issuance of shares of that series, but not below the number of shares of such series then outstanding. In case the number of shares of any series shall be so decreased, the shares constituting such decrease shall resume the status that they had prior to the adoption of the resolution originally fixing the number of shares of such series.

### ARTICLE THREE

The number of shares of the Corporation outstanding at the time of such adoption was 99,000, and the number of shares entitled to vote thereon was 99,000.

### ARTICLE FOUR

The number of shares voted for such amendment was 74,180; the number of shares voted against such amendment was 0. The holders of at least a majority of the shares of Common Stock outstanding and entitled to vote on the amendments set forth above have signed a consent in writing pursuant to Article 9.10 adopting such amendments as set forth below and any written notice required by Article 9.10 has been given to all shareholders who did not consent in writing.

### ARTICLE FIVE

The amendment does not involve any exchange, reclassification or cancellation of issued shares of the Corporation.

### ARTICLE SIX

The amendment does not effect a change in the amount of stated capital of the Corporation.

Dated: December 28, 1995

EXCEL TELECOMMUNICATIONS, INC.  
A Texas Corporation

By: Kenny A. Troutt  
Name: Kenny A. Troutt  
Title: President

STATEMENT OF CANCELLATION OF TREASURY SHARES

Secretary of State of Texas  
DEC 28 1995

Pursuant to the provisions of Article 4.11 of the Texas Business Corporations Act, the undersigned corporation submits the following statement of cancellation by resolution of its Board of Directors of shares of the corporation reacquired by it:

1. The name of the corporation is Excel Telecommunications, Inc. (the "Corporation").
2. A resolution was duly adopted by the Board of Directors of the Corporation on December 28, 1995, authorizing the cancellation of One Thousand (1,000) treasury shares, itemized as follows:

Class	Series	Number of Shares
Common Stock	n/a	1,000

3. The amount of stated capital represented by the shares to be cancelled is Twelve Thousand Nine Hundred Fifty Dollars (\$12,950).
4. The aggregate number of issued shares, itemized by classes and series and par value, if any, after giving effect to such cancellation is itemized as follows:

Class	Series	Par Value	Number of Shares
Common	n/a	no par	99,000

5. The amount of the stated capital of the corporation after giving effect to such cancellation is Two Hundred Fifty Seven Thousand Four Hundred Seventy Three Dollars (\$257,473).

Dated: December 28 1995

EXCEL TELECOMMUNICATIONS, INC  
A Texas Corporation

By: Kenny A. Troutt  
Name: Kenny A. Troutt  
Title: President

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FILED  
In the Office of the  
Secretary of State of Texas  
DEC 28 1995

## ARTICLES OF MERGER

Pursuant to the provisions of Article 5.04 of the Texas Business Corporation Act (the "TBCA"), Excel Telecommunications, Inc., a Texas corporation ("Surviving Corporation"), and Excel Merger Subsidiary, Inc., a Delaware corporation (the "Merged Corporation"), submit the following Articles of Merger for the purpose of effecting a merger (the "Merger") in accordance with the provisions of Article 5.01 of the TBCA:

1. An Agreement and Plan of Merger (the "Plan of Merger"), adopted in accordance with the provisions of Article 5.03 of the TBCA, pursuant to which the Merged Corporation will be merged with and into the Surviving Corporation, was duly authorized by all action required by the TBCA and the articles or certificate of incorporation of such corporations, a copy of which is attached to these Articles of Merger and made a part hereof.

2. The names of the undersigned corporations and the laws of the State under which such corporations were formed are:

<u>Name of Corporation</u>	<u>State</u>
Excel Telecommunications, Inc.	Texas
Excel Merger Subsidiary, Inc.	Delaware

3. As to the Surviving Corporation and the Merged Corporation, the number of shares outstanding are as follows:

- (a) Surviving Corporation: 99,000 shares of common stock, no par value per share.
- (b) Merged Corporation: 1,000 shares of common stock, par value \$.001 per share.

4. As to the Surviving Corporation and the Merged Corporation, the numbers of shares voted for and against such Plan of Merger by the shareholders and stockholders, as applicable, of such corporations are, respectively, as follows:

- (a) Surviving Corporation:
  - (i) TOTAL VOTED FOR: 74,180 shares
  - (ii) TOTAL VOTED AGAINST: 0 shares
- (b) Merged Corporation:
  - (i) TOTAL VOTED FOR: 1,000 shares
  - (ii) TOTAL VOTED AGAINST: 0 shares

BY:

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- (c) The holders of at least two-thirds of the shares of Common Stock of the Surviving Corporation have signed a consent in writing pursuant to Article 9.10 adopting the Plan of Merger and any written notice required by Article 9.10 has been given to all shareholders of the Surviving Corporation who did not consent in writing.

5. The Plan of Merger and the performance of its terms were duly authorized by all action required by the laws under which each foreign corporation or other entity that is a party to the Plan of Merger was incorporated or organized and by its constituent documents.

6. The effective date and time of the Merger shall be January 1, 1996, at 12:01 a.m., Central Standard Time.

Executed December 28, 1995.

EXCEL TELECOMMUNICATIONS, INC.  
a Texas corporation

By: Kenny A. Troutt  
Name: Kenny A. Troutt  
Title: President

EXCEL MERGER SUBSIDIARY, INC.  
a Delaware corporation

By: Kenny A. Troutt  
Name: Kenny A. Troutt  
Title: President



# The State of Texas

## SECRETARY OF STATE CERTIFICATE OF MERGER

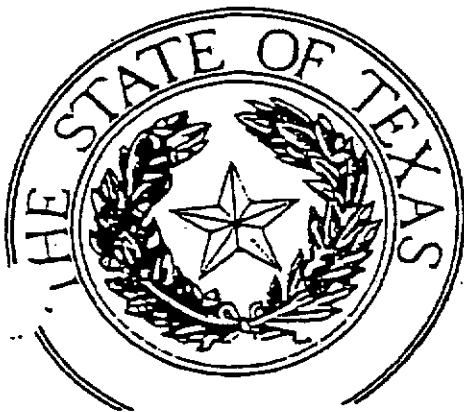
The undersigned, as Secretary of State of Texas, hereby certifies that the attached Articles of Merger of


EXCEL MERGER SUBSIDIARY, INC. (a Delaware no permit)  
with  
EXCEL TELECOMMUNICATIONS, INC.

have been received in this office and are found to conform to law. ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Merger.

Dated December 28, 1995.

Effective January 1, 1996 12:01 AM



  
Antonio O. Garza, Jr.  
Secretary of State

SENT BY:

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## AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "Plan of Merger"), to be effective as of the Effective Time (as defined in Section 1.2), is executed by Excel Merger Subsidiary, Inc., a Delaware corporation ("Merged Corporation"), Excel Telecommunications, Inc., a Texas corporation ("Surviving Corporation"), and Excel Telecommunications Holdings, Inc., a Delaware corporation ("Parent Corporation").

### RECITALS:

The respective Boards of Directors of Merged Corporation, Surviving Corporation and Parent Corporation have adopted resolutions in accordance with the Texas Business Corporation Act ("TBCA") and the Delaware General Corporation Law ("DGCL"), as applicable, approving this Plan of Merger, recommending its approval by the respective shareholders or stockholders of each entity and directing that this Plan of Merger be submitted to the respective shareholders or stockholders of each entity for approval.

NOW, THEREFORE, in consideration of the promises and the mutual agreements, covenants and provisions herein contained, the parties hereto agree as follows:

### ARTICLE I

#### The Mergers

1.1 The Merger. At the Effective Time and in accordance with the TBCA and the DGCL, the Merged Corporation shall be merged with and into the Surviving Corporation, the separate existence of the Merged Corporation shall cease, and the Surviving Corporation, as the surviving corporation of such merger (the "Merger"), shall continue to exist by virtue of and shall be governed by the laws of the State of Texas.

1.2 Effective Time of Merger. Articles of Merger setting forth the information required by, and otherwise in compliance with, the TBCA shall be filed with the Secretary of State of the State of Texas and a Certificate of Merger setting forth the information required by, and otherwise in compliance with, the DGCL shall be filed with the Secretary of State of the State of Delaware and the merger of the Merged Corporation with and into the Surviving Corporation shall become effective at 12:01 a.m. Central Time January 1, 1996 (the time of such effectiveness herein called the "Effective Time").

1.3 Effect of Merger. The Merger shall have the effects set forth in Article 5.06 of the TBCA, Section 259 of the DGCL and of the other relevant provisions of the TBCA and DGCL.

1.4 Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation as in effect at the Effective Time shall be the Articles of Incorporation of Surviving Corporation.

Corporation. No changes are to be effected to the Articles of Incorporation of the Surviving Corporation as a result of the Merger.

1.5 Bylaws. The Bylaws of the Surviving Corporation as in effect at the Effective Time shall be the Bylaws of the Surviving Corporation. No changes are to be effected to the Bylaws of the Surviving Corporation as a result of the Merger.

1.6 Officers. The officers of the Surviving Corporation who are serving as such at the Effective Time shall be the officers of the Surviving Corporation from and after the Effective Time, each such individual to serve until his or her successor has been duly elected or appointed and qualified or until his or her earlier death, resignation or removal in accordance with law, the Surviving Corporation's Articles of Incorporation and its Bylaws.

1.7 Directors. The directors of the Surviving Corporation who are serving as such immediately prior to the Effective Time shall be the directors of the Surviving Corporation from and after the Effective Time, each such individual to serve until his or her successor has been duly elected or appointed and qualified or until his or her earlier death, resignation or removal.

1.8 Further Assurances. If at any time the Surviving Corporation, or its successors or assigns, shall consider or be advised that any further assignments or assurances in law or any other acts are necessary or desirable to (a) vest, perfect or confirm, of record or otherwise, in the Surviving Corporation its rights, title or interest in, to or under any of the rights, properties or assets of the Merged Corporation acquired or to be acquired by the Surviving Corporation as a result of, or in connection with, the Merger, or (b) otherwise carry out the purposes of this Plan of Merger, the Merged Corporation and its proper officers and directors shall be deemed to have granted to the Surviving Corporation an irrevocable power of attorney to execute and deliver all such proper deeds, assignments and assurances in law and to do all acts necessary or proper to vest, perfect or confirm title to and possession of such rights, properties or assets in the Surviving Corporation and otherwise to carry out the purposes of this Plan of Merger; and the proper officers and directors of the Surviving Corporation are fully authorized in the name of the Merged Corporation or otherwise to take any and all such action.

1.9 Amendment. Notwithstanding shareholder or stockholder approval of this Plan of Merger, this Plan of Merger may be amended, modified or supplemented by resolution of the boards of directors of the Merged Corporation and the Surviving Corporation, at any time on or before filing of Articles of Merger or a Certificate of Merger embodying the Plan of Merger with the Secretary of State of the State of Texas or the Secretary of State of Delaware, if permitted by the TBCA and the DGCL.

1.10 Successor to Rights and Liabilities. At the Effective Time, the separate existence of the Merged Corporation shall cease, and the Surviving Corporation shall succeed without other transfer to all the rights and property of the Merged Corporation and shall be subject to all the